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A PROFESSIONAL LIMITED LIABILITY COMPANY

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PLEASE DIRECT ALL MAIL  
TO HOLLYWOOD OFFICE

998000097153

December 30, 1998

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-01/04/99--01115--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

Division of Corporations  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Amendment  
Hardavgar, Inc.

Dear Sir/Madam:

We have prepared and enclose herein two (2) originals of the Articles of Amendment of Hardavgar, Inc. Additionally, please find a check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) made payable to the Secretary of State representing your fee for filing said Articles of Amendment.

Kindly file the enclosed Articles of Amendment and return a certified copy of said Articles to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

*Frederick Leone*  
FREDERICK LEONE, JR.  
For the Firm

FILED  
99/JAN-4 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FL:nh  
Enclosures

998000097153  
replied at  
4px 1-4-99  
#CalComy

**ARTICLES OF AMENDMENT  
OF  
HARDAVGAR, INC.**

**THE UNDERSIGNED**, being a natural person, and the sole director of **HARDAVGAR, INC.**, a corporation organized and existing pursuant to the laws of the State of Florida, for the purpose of amending the Articles of Incorporation of said corporation, does hereby declare the following:

**ARTICLE I  
NAME**

The name of the corporation is **HARDAVGAR, INC.**

**ARTICLE II  
AMENDMENT**

(a) Article I of the Articles of Incorporation of **HARDAVGAR, INC.**, which were filed by the Secretary of State November 18, 1998, is amended to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is **HGD, INC.**

(b) There are no other changes

**ARTICLE III  
EFFECT ON SHARES**

The amendment will result in a share-for-share exchange of shares in **HARDAVGAR, INC.**, for shares in **HGD, INC.**

(The balance of this page has been intentionally left blank.)

**FILED**  
99 JAN -4 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE IV  
DATE OF ADOPTION

The amendment was adopted by the corporation's director, and approved by its sole shareholder at a joint meeting of the director and shareholder of the corporation held December 22, 1998.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment to the Articles of Incorporation of HARDAVGAR, INC. on the date shown below.

DATED: 12/28, 1998.

Mary Ann Zucker  
Annelle Felle

Harold Greenberg  
HAROLD GREENBERG  
Director

FILED  
99 JAN -4 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

BEFORE ME, the undersigned individual, **HAROLD GREENBERG**, personally appeared, and, after being first duly sworn, deposed and he acknowledged that:

- (1) He is the sole director and shareholder of **HARDAVGAR, INC.**
- (2) He executed the foregoing Articles of Amendment to the Articles of Incorporation of **HARDAVGAR, INC.** for the purposes set forth therein.

  
\_\_\_\_\_  
**HAROLD GREENBERG**  
Limited Partner


I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **HAROLD GREENBERG**, the person described in the foregoing document as the sole director and shareholder of **HARDAVGAR, INC.**, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 28th day of December 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC

**FILED**  
99 JAN -4 AM 8:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

My Commission Expires:

  
FREDERICK LEONE JR  
My Commission CC435051  
Expires Jan 30 1999  
Bonded by HAI  
800-422-1555